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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

☐ Affects PG&E Corporation **Debtors.**
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**THIRD SUPPLEMENTAL DECLARATION OF
JAMES MESTERHARM OF AP SERVICES, LLC**

Related Doc: Dkt. Nos. 867, 868, 1299, 1342, 1773

Pursuant to 28 U.S.C. § 1746, I, James Mesterharm, state under penalty of perjury, that:

1. I am a Managing Director of AlixPartners, LLP (“**AlixPartners**”), which has a place of business at 909 Third Avenue, Floor 30, New York, New York 10022.

2. I am duly authorized to execute this third supplemental declaration on behalf of AP Services, LLC (“**APS**”), an affiliate of AlixPartners LLP.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

4. I am filing this third supplemental declaration to supplement the disclosures that were included in my original declaration dated March 13, 2019 [ECF No. 867], my supplemental declaration dated April 11, 2019 [ECF No. 1342], and my second supplemental declaration dated May 1, 2019 [ECF No. 1773].

5. Unless otherwise noted, references to AP below collectively refer to AP Holdings, LLP, APS, and each of their respective subsidiaries. APS wishes to disclose the following:

- 1 • AP interacts with U.S. Bankruptcy Court judges and representatives of the U.S. Trustee Program
2 regularly in its capacity as a professional consulting firm that offers turnaround and restructuring
3 services.
- 4 • American General Insurance Co. (“**American General**”), a 2019 statement party and
5 subrogation claimant to the Debtors, is a contract party and creditor to current and former AP
6 clients in matters unrelated to the Debtors. American General is a former AP client in matters
7 unrelated to the Debtors.
- 8 • Amerigas Propane, a utility provider to the Debtors, and affiliates (“**Amerigas**”) are vendors and
9 creditors to current and former AP clients in matters unrelated to the Debtors. Amerigas is a
10 current AP client in matters unrelated to the Debtors.
- 11 • Amtrust at Lloyd's and Amtrust Syndicate 1206, litigation counterparties / litigation pending
12 lawsuits parties to the Debtors, and affiliates (“**Amtrust**”) are insurance providers, adverse
13 parties, related parties, bondholders and vendors to current and former AP clients in matters
14 unrelated to the Debtors. Amtrust is a current AP client in matters unrelated to the Debtors.
- 15 • Angelo Gordon & Co. LP, a 2019 statement party and subrogation claimant to the Debtors, and
16 affiliates (“**Angelo**”), are shareholders, lenders, bondholders, creditors, contract parties,
17 professionals, related parties and parents to current and former AP clients in matters unrelated to
18 the Debtors. Angelo is a former AP client in matters unrelated to the Debtors. Angelo is a former
19 employer of a current AP employee.
- 20 • Apollo Global Management, LLC, a 2019 statement party, DIP lender and noteholder to the
21 Debtors, and affiliates (“**Apollo**”) are lenders, associated companies, bondholders, adverse
22 parties, shareholders, co-defendants, customers, investors, material contract parties, joint venture
23 entities, parent companies, director-affiliated companies, related parties, vendors, creditors,
24 potential acquirers, directors, insurance providers, and lessors to current and former AP clients
25 in matters unrelated to the Debtors. Apollo is a current and former AP client in matters unrelated
26 to the Debtors.
- 27 • Attestor Capital, LLP, a 2019 statement party and subrogation claimant to the Debtors, is a lender
28 to a current AP client in matters unrelated to the Debtors. Attestor Capital is a former AP client
in matters unrelated to the Debtors.
- Aurelius Capital Management, LP and Aurelius Capital LLP, 2019 statement parties and
subrogation claimants to the Debtors, and affiliates are adverse parties, associated companies,
adverse litigation parties, bondholders, creditors, investors, lenders, indenture trustees and parent
companies to current and former AP clients in matters unrelated to the Debtors.
- Brown Rudnick LLP an ordinary course professional in this bankruptcy matter, is opposing
counsel and a professional to current and former AP clients in matters unrelated to the Debtors.
Brown Rudnick LLP is a current and former AP client in matters unrelated to the Debtors.
- Canyon Capital Advisors LLC, a 2019 statement party to the Debtors, and affiliates (“**Canyon**”) are
bondholders, shareholders, lenders and adverse litigation parties to current and former AP
clients in matters unrelated to the Debtors.

- Caspian Capital LP, a DIP lender, 2019 statement party and noteholder to the Debtors, and affiliates (“**Caspian**”) are affiliates, bondholders, creditors, lenders and litigation parties to current and former AP clients in matters unrelated to the Debtors. Caspian is a member of the UCC represented by AP in LBI Media, Inc., in a bankruptcy matter unrelated to the Debtors.
- Catlin Specialty Insurance Company, a notice of appearance party in this bankruptcy matter, and affiliates (“**Catlin**”) are bondholders, adverse litigation parties, creditors, insurance providers, lessors, contract parties, litigation parties, related parties and lenders to current and former AP clients in matters unrelated to the Debtors. Catlin is a current AP client in matters unrelated to the Debtors. Catlin is an insurance provider to AP.
- Centerview Partners LLC, a professional in this bankruptcy matter, is a professional, vendor, lessor, contract party, investment banker and adverse party to current and former AP clients in matters unrelated to the Debtors. Centerview Partners is a former AP client in matters unrelated to the Debtors.
- Citadel Advisors LLC (“**Citadel**”), a DIP lender, 2019 statement party and noteholder to the Debtors, is a shareholder and bondholder to current AP clients in matters unrelated to the Debtors.
- Compass Lexecon, LLC (“**CL**”), a notice of appearance party in this bankruptcy matter, is a vendor to a former AP client in matters unrelated to the Debtors. CL is a former employer of a current AP employee.
- Cushman & Wakefield, a notice of appearance party in this bankruptcy matter, and affiliates (“**C&W**”) are professionals, lessors, contract parties and vendors to current and former AP clients in matters unrelated to the Debtors. C&W is a current AP client in matters unrelated to the Debtors.
- D.E. Shaw Galvanic Portfolios, L.L.C., D.E. Shaw Kalon Portfolios, L.L.C. and D.E. Shaw Orienteer Portfolios, L.L.C., 2019 statement parties to the Debtors, and affiliates (“**D.E. Shaw**”) are lenders, bondholders, associated companies, creditors, contract parties, parent companies, related parties and shareholders to former AP clients in matters unrelated to the Debtors. D.E. Shaw is a current and former AP client in matters unrelated to the Debtors. D.E. Shaw is a former employer of a current AP employee.
- Davidson Kempner Capital Management, a DIP lender, 2019 statement party and noteholder to the Debtors, (“**Davidson Kempner**”) is a bondholder, lender, creditor, adverse litigation party, and related party to current and former AP clients in matters unrelated to the Debtors. Davidson Kempner is a former employer of a current AP employee.
- Diameter Capital Partners LP, a DIP lender, 2019 statement party and noteholder to the Debtors, is a parent company and lender to current AP clients in a matter unrelated to the Debtors.
- Development Specialists, Inc. (“**DS**”), an Ad Hoc committee of unsecured tort claimant creditor party to the Debtors, is a related party to former AP clients in matters unrelated to the Debtors. DS is a former employer of a current AP employee.
- Endurance Specialty Insurance Company (“**Endurance**”), a 2019 statement party and subrogation claimant to the Debtors, is an insurance provider to a former AP client in matters unrelated to the Debtors. Endurance is a former AP client in matters unrelated to the Debtors.

- 1 • Epiq Corporate Restructuring, LLC, a professional and notice of appearance party in this
2 bankruptcy matter, and affiliates (“**Epiq**”), are professionals and adverse parties to current and
3 former AP clients in matters unrelated to the Debtors. Epiq is a former employer of current AP
4 employees.
- 5 • Farallon Capital Management, L.L.C., a lender to the Debtors, and affiliates (“**Farallon**”), are
6 lenders, bondholders, vendors and contract parties to current AP clients in matters unrelated to
7 the Debtors. Farallon is a current AP client in matters unrelated to the Debtors.
- 8 • First American Insurance Company, a 2019 statement party to the Debtors, is a professional,
9 creditor and contract party to current and former AP clients in matters unrelated to the Debtors.
- 10 • Gartner Inc. (“**Gartner**”), a notice of appearance party in this bankruptcy matter, is an adverse
11 party, contract party, professional, vendor and related party to current and former AP clients in
12 matters unrelated to the Debtors. Gartner is a vendor to AP.
- 13 • Generali US Branch, a 2019 statement party and subrogation claimant to the Debtors, and
14 affiliates (“**Generali**”) are insurance providers, vendors and adverse parties to current and former
15 AP clients in matters unrelated to the Debtors. Generali is a former AP client in matters unrelated
16 to the Debtors. Generali is a vendor to AP.
- 17 • GoldenTree Asset Management, a 2019 statement party to the Debtors, and affiliates
18 (“**GoldenTree**”) are bondholders, creditors, lenders, adverse litigation parties, investors and
19 shareholders to current and former AP clients in matters unrelated to the Debtors. GoldenTree
20 is a current AP client in matters unrelated to the Debtors.
- 21 • HBK Master Fund., c/o HBK Services LLC, a 2019 statement party to the Debtors, and affiliates
22 (“**HBK**”) are creditors, bondholders, related parties, shareholders and lenders to current and
23 former AP clients in matters unrelated to the Debtors.
- 24 • HSBC Bank plc, a 2019 statement party to the Debtors, and affiliates (“**HSBC**”) are adverse
25 parties, adverse litigation parties, litigation parties, lenders, lienholders, banking service
26 provider, creditors, shareholders, bondholders, customers, vendors, contract parties,
27 professionals, lessors, associated companies, related parties, and trustees to current and former
28 AP clients in matters unrelated to the Debtors. HSBC is a current and former AP client in matters
unrelated to the Debtors. HSBC is a former employer of current AP employees.
- Infosys Limited, a notice of appearance party in this bankruptcy matter, and affiliates (“**Infosys**”) are adverse parties, contract parties, creditors, professionals, vendors and related parties to current and former AP clients in matters unrelated to the Debtors. Infosys is a creditors’ committee member in which AP represented the UCC for The Nordam Group, Inc. bankruptcy in matters unrelated to the Debtors. Infosys is a vendor to AP
- King & Spalding LLP (“**K&S**”), an ordinary course professional in this bankruptcy matter, is a professional, counsel, and vendor to current and former AP clients in matters unrelated to the Debtors. K&S is a current and former AP client in matters unrelated to the Debtors.
- Knighthead Capital Management, LLC, a 2019 statement party to the Debtors, and affiliates (“**Knighthead**”) are investors, lenders and adverse litigation parties to current and former AP

clients in matters unrelated to the Debtors. Knighthead is a former employer of a current AP employee.

- Lord Abbett & Co., a DIP lender, 2019 statement party and noteholder to the Debtors, and affiliates are investors, shareholders, bondholders, creditors, lenders and noteholders to current and former AP clients in matters unrelated to the Debtors.
- Markel American Insurance Company, Markel Bermuda Limited and Markel Insurance Company, 2019 statement parties and subrogation claimants to the Debtors, and affiliates (“**Markel**”) are related parties, insurance providers, and affiliates to current and former AP clients in matters unrelated to the Debtors. Markel is an insurance provider to AP.
- Monarch Alternative Capital, a 2019 statement party to the Debtors, and affiliates (“**Monarch**”) are associated companies, lenders, bondholders, adverse litigation parties and litigation parties to current and former AP clients in matters unrelated to the Debtors.
- Nuveen Alternative Advisors, LLC, a 2019 statement party and noteholder to the Debtors, and affiliates (“**Nuveen**”) are bondholders, creditors, shareholder, indenture trustees, investors, lenders, lienholders, adverse litigation party and noteholders to current and former AP clients in matters unrelated to the Debtors. Nuveen is a former employer of a current AP employee.
- Oaktree Capital Management, L.P., a DIP lender, 2019 statement party and noteholder to the Debtors, and affiliates (“**Oaktree**”) are bondholders, creditors, investors, lenders, adverse litigation parties, noteholders, related parties, and shareholders to current and former AP clients in matters unrelated to the Debtors. Oaktree is a current and former AP client in matters unrelated to the Debtors.
- Och-Ziff Capital Management Group LLC, a 2019 statement party and noteholder to the Debtors, and affiliates (“**Och-Ziff**”) are bondholders, creditors and lenders to current and former AP clients in matters unrelated to the Debtors. Och-Ziff is a former AP client in matters unrelated to the Debtors. Och-Ziff is a former employer of a current AP employee.
- Pacific Investment Management Company LLC, a DIP lender, 2019 statement party and noteholder to the Debtors, and affiliates (“**PIMCO**”) are lenders, investors, bondholders, lienholders, noteholders, litigation parties, adverse parties, professionals, associated companies, and creditors to current and former AP clients in matters unrelated to the Debtors. PIMCO is a current AP client in matters unrelated to the Debtors. PIMCO is a former employer of a current AP employee.
- Pacific Life Insurance Company, a 2019 statement party to the Debtors, is a lender, related party and creditor to current and former AP clients in matters unrelated to the Debtors.
- Paulson & Co., Inc., a 2019 statement party to the Debtors, is a shareholder and related party to current and former AP clients in matters unrelated to the Debtors.
- Pentwater Capital Management LP, a 2019 statement party to the Debtors, is a related party, bondholder and creditor to current and former AP clients in matters unrelated to the Debtors.
- Perkins Coie, LLP (“**Perkins Coie**”), an ordinary course professional in this bankruptcy matter, is a vendor, opposing counsel, litigation party and professional to current and former AP clients

1 in matters unrelated to the Debtors. Perkins Coie is a current and former AP client in matters
2 unrelated to the Debtors. Perkins Coie is a vendor to AP.

- 3 • PointState Capital LP (“**PointState**”), a 2019 statement party to the Debtors, is a lender and
4 creditor to current and former AP client in matters unrelated to the Debtors. PointState is a
5 former AP client in matters unrelated to the Debtors.
- 6 • Proskauer Rose LLP (“**Proskauer**”), a professional in this bankruptcy matter, is a professional,
7 counsel, opposing counsel, vendor, creditor, and related party to current and former AP clients
8 in matters unrelated to the Debtors. Proskauer is a current and former AP client in matters
9 unrelated to the Debtors. Proskauer is opposing counsel in a dispute between a minority
10 shareholder and board member of AP and McKinsey & Company.
- 11 • Rite Aid Corporation, a 2019 statement party and subrogation claimant to the Debtors, is an
12 adverse litigation party, litigation party, lessor and vendor to current and former AP clients in
13 matters unrelated to the Debtors. Rite Aid Corporation is a former employer of a current AP
14 employee.
- 15 • Sachem Head Capital Management LP, a 2019 statement party to the Debtors, is a former client
16 in matters unrelated to the Debtors.
- 17 • Silver Point Capital, L.P., a 2019 statement party to the Debtors, and affiliates are bondholders,
18 lenders, noteholders, lenders, shareholders, investors, related parties and creditors to current and
19 former AP clients in matters unrelated to the Debtors.
- 20 • Simon Property Group a notice of appearance party in this bankruptcy matter, and affiliates
21 (“**Simon Property**”) are affiliates, litigation parties, creditors, contract parties, lessors, adverse
22 litigation parties, related parties and vendors to current and former AP clients in matters unrelated
23 to the Debtors. Simon Property is a member of the UCC represented by AP in Bon-Ton Stores,
24 Inc., a bankruptcy matter unrelated to the Debtors. Simon Property is a member of the UCC
25 represented by AP in BCBG Max Azria Global Holdings, a bankruptcy matter unrelated to the
26 Debtors.
- 27 • Terraform Power (“**Terraform**”), a notice of appearance party in this bankruptcy matter, is a
28 contract party to a former AP client in matters unrelated to the Debtors. Terraform is a current
and former AP client in matters unrelated to the Debtors.
- Third Point LLC, a 2019 statement party and noteholder to the Debtors, is a lender, bondholder
and related party to former AP clients in matters unrelated to the Debtors.
- TPG Sixth Street Partners LLC, a DIP lender, noteholder, 2019 statement party and subrogation
claimant to the Debtors, and affiliates (“**TPG**”) are shareholders, creditors, vendors, contract
parties, lenders, investors and parent companies to current and former AP clients in matters
unrelated to the Debtors. TPG is a current and former AP client in matters unrelated to the
Debtors.
- Varde Partners, Inc., a noteholder and 2019 statement party to the Debtors, is a current AP client
in matters unrelated to the Debtors.

- Wilson Elser Moskowitz Edelman & Dicker LLP (“**Wilson Elser**”), an ordinary course professional in this bankruptcy matter, is a professional and vendor to current and former AP clients in matters unrelated to the Debtors. Wilson Elser is a former AP client in matters unrelated to the Debtors.
- York Capital Management Global Advisors, LLC, a 2019 statement party to the Debtors, and affiliates (“**York Capital**”) are bondholders and vendors to current and former AP clients in matters unrelated to the Debtors. York Capital is a former AP client in matters unrelated to the Debtors. York Capital is a member of the Ad Hoc Group represented by AP in LBI Media, Inc., a bankruptcy matter unrelated to the Debtors.

APS does not believe that the third supplemental disclosures above impact its disinterestedness.

I continue to reserve the right to supplement APS’ disclosures in the event that APS discovers any additional connections that require disclosure. If any new material relevant facts or relationships are discovered or arise, APS will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

Dated: November 13, 2019

AP Services, LLC



James Mesterharm
Authorized Representative